

# CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

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## CABLE ADDRESSES

CRAVATH, N. Y.

CRAVATH, PARIS

CRAVATH, LONDON E. C. 2

No. 1-247A018

Date SEP - 4 1981

Fee \$ 10.00

RECORDATION NO. 12989-2 Filed 1425

SEP 4 1981 - 2 00 PM

INTERSTATE COMMERCE COMMISSION

September 3, 1981

## Railgon Company

Lease Financing Dated as of February 1, 1981

Amendment Agreement Dated as of August 15, 1981

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Railgon Company, for filing and recordation as an amendment to the filings under recordation number 12989, counterparts of the following document:

Amendment Agreement dated as of August 15, 1981, among The M. W. Kellogg Company (Pullman Standard Division) (formerly Pullman Incorporated (Pullman Standard Division)), The Connecticut Bank and Trust Company, as Trustee and Mercantile-Safe Deposit and Trust Company, as Agent.

The names and addresses of the parties to the aforementioned Agreements are as follows:

### (1) Vendor-Assignee-Agent:

Mercantile-Safe Deposit and Trust Company,  
P. O. Box 2258  
Baltimore, Maryland 21203.

### (2) Trustee:

The Connecticut Bank and Trust Company,  
One Constitution Plaza  
Hartford, Connecticut 06115.

RALPH L. McAFEE  
HENRY W. DEKOSMIAN  
ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
HENRY P. RIORDAN  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
FRANCIS F. RANDOLPH, JR.  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
RICHARD S. SIMMONS  
WAYNE E. CHAPMAN  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
JAMES H. DUFFY  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
DAVID L. SCHWARTZ  
RICHARD J. HIEGEL

FREDERICK A. O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID BOIES  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON  
RICHARD L. HOFFMAN  
JOSEPH A. MULLINS  
MAX R. SHULMAN  
WILLIAM P. DICKEY  
STUART W. GOLD  
JOHN W. WHITE  
JOHN E. BEERBOWER

COUNSEL  
MAURICE T. MOORE  
CARLYLE E. MAW

ROSWELL L. GILPATRICK  
ALBERT R. CONNELLY  
L. R. BRESLIN, JR.  
GEORGE B. TURNER  
FRANK H. DETWEILER  
GEORGE G. TYLER  
JOHN H. MORSE  
HAROLD R. MEDINA, JR.  
CHARLES R. LINTON  
WILLIAM B. MARSHALL  
ROYALL VICTOR  
ALLEN H. MERRILL

4, PLACE DE LA CONCORDE  
75008 PARIS, FRANCE  
TELEPHONE: 265-81-54  
TELEX: 290530

33 THROMORTON STREET  
LONDON, EC2N 2BR, ENGLAND  
TELEPHONE 1-606-1421  
TELEX: 8814901

WE BELIEVE IT  
SHOULD BE RECORDED  
UNDER NO. 12989-D

*Conciliated  
John Austin*

(3) Builder-Vendor:

The M. W. Kellogg Company,  
(Pullman Standard Division)  
200 South Michigan Avenue,  
Chicago, Illinois 60604.

Please file and record the document referred to in this letter and index it under the names of the Vendor-Assignee-Agent, the Trustee and the Builder-Vendor.

The equipment covered by the aforementioned document consists of the following:

1297 52' 6", 100-ton capacity Fixed-End gondola cars, AAR Mechanical Designation: GB, bearing identifying numbers of the Lessee, 350362-351499 and 310841-310999, all inclusive.

There is also enclosed a check for \$10 payable to the Interstate Commerce Commission, representing the fee for recording the Amendment Agreement.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instruments for your files. It is requested that the remaining counterparts be delivered to the bearer of this letter.

Very truly yours,

*Laurance V. Goodrich*  
Laurance V. Goodrich  
As Agent for  
Railgon Company

Agatha L. Mergenovich, Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

SEP 4 1981 -2 00 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of August 15,

1981, among THE CONNECTICUT BANK AND TRUST COMPANY (the "Trustee"), THE M. W. KELLOGG COMPANY (Pullman Standard Division) (the "Builder") and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (the "Agent").

WHEREAS the Trustee, the Builder and Thrall Car Manufacturing Company ("Thrall") have entered into a Conditional Sale Agreement dated as of February 1, 1981 (the "CSA"); and

WHEREAS Thrall is not a party to this Amendment Agreement because it has heretofore delivered its Equipment and has been paid for its Equipment and has no interest in this Amendment Agreement; and

WHEREAS the Agent, the Builder and Thrall have entered into an Agreement and Assignment dated as of February 1, 1981 (the "CSA Assignment"); and

WHEREAS the CSA was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 20, 1981, at 10:35 a.m., recordation number 12989; and

WHEREAS the CSA Assignment was filed and recorded with the Interstate Commerce Commission pursuant

to 49 U.S.C. § 11303 on March 20, 1981, at 10:35 a.m.,  
recordation number 12989-A; and

WHEREAS General Electric Credit Corporation has  
authorized and instructed the Trustee to execute this Amend-  
ment Agreement as evidenced by its instruction attached  
hereto; and

WHEREAS Metropolitan Life Insurance Company has  
authorized and instructed the Agent to execute this Amendment  
Agreement as evidenced by its instruction attached hereto;  
and

WHEREAS the parties hereto now desire to amend the  
CSA to extend the delivery and acceptance date from Septem-  
ber 15, 1981, to December 31, 1981, and to extend the last  
closing date from September 30, 1981, to not later than  
December 31, 1981.

NOW, THEREFORE, in consideration of the mutual cove-  
nants and agreements herein contained, the parties hereto do  
hereby agree as follows:

1. The date contained in the third line of Article  
3, paragraph 2, of the CSA is hereby amended to read "Decem-  
ber 31, 1981".

2. The date contained in the fourth line of Article  
4, paragraph 2, of the CSA is hereby amended to read "Decem-

ber 31, 1981".

3. The CSA Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.

4. Except as hereby amended, the CSA and the CSA Assignment shall remain unaltered and in full force and effect.

5. The Trustee will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with the provisions of Article 18 of the CSA.

6. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

Any and all notice, requests, certificates and other instruments executed and delivered after the execution and delivery of this Amendment Agreement may refer to the CSA and/or the CSA Assignment without making specific reference to this Amendment Agreement but nevertheless all such references shall be deemed to include this Amendment Agreement unless the context shall otherwise require.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate

seals, duly attested, to be hereunto affixed as of the day  
and year first above written.

THE M. W. KELLOGG COMPANY  
(Pullman Standard Division),

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

THE CONNECTICUT BANK AND TRUST  
COMPANY, as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent,

by

  
Assistant Vice President

[Corporate Seal]

Attest:

F. H. Gilber

seals, duly attested, to be hereunto affixed as of the day  
and year first above written.

THE M. W. KELLOGG COMPANY  
(Pullman Standard Division),

by

\_\_\_\_\_  
Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

THE CONNECTICUT BANK AND TRUST  
COMPANY, as Trustee,

by

  
\_\_\_\_\_  
Authorized Officer

[Corporate Seal]

Attest:

  
\_\_\_\_\_  
Authorized Officer

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent,

by

\_\_\_\_\_  
Assistant Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_

seals, duly attested, to be hereunto affixed as of the day  
and year first above written.

THE M. W. KELLOGG COMPANY  
(Pullman Standard Division),

by

RC Smyder  
Vice President

[Corporate Seal]

**Attest:**

William O. Dodge  
Assistant Secretary

THE CONNECTICUT BANK AND TRUST  
COMPANY, as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_



STATE OF ILLINOIS, )  
 ) SS.:  
COUNTY OF COOK, )

On this 26<sup>th</sup> day of August, 1981, before me personally appeared R. C. Snyder, to me personally known, who, being by me duly sworn, says that he is a Vice President-Freight Unit of THE M. W. KELLOGG COMPANY (Pullman Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

*Dorothea L. Stackley*  
Notary Public

[Notarial Seal]

My Commission Expires:

February 25, 1984

STATE OF CONNECTICUT, )  
 ) ss.:  
COUNTY OF HARTFORD, )

On this 26 day of August, 1981, before me personally appeared **CLARK M. WHITCOMB** to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Carol Lee Shattuck  
Notary Public

[Notarial Seal]

My Commission Expires:

**CAROL LEE SHATTUCK**  
**NOTARY PUBLIC**  
**MY COMMISSION EXPIRES MARCH 31, 1985**

STATE OF MARYLAND, )

) SS.:

CITY OF BALITMORE, )

On this 26<sup>th</sup> day of August, 1981, before me

who, being by me duly sworn, says that he is Assistant Vice

one of the seals affixed to the foregoing instrument is the

signed and sealed on behalf of said Corporation by authority

of its Board of Directors, and he acknowledged that the execu-

tion of the foregoing instrument was the free act and deed of

said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires: 7/1/82

INSTRUCTION OF OWNER TO TRUSTEE

The Connecticut Bank and Trust Company  
One Constitution Plaza  
Hartford, Connecticut 06115

Attention of Corporate Trust Department

Dear Sirs:

Reference is made to a Trust Agreement dated as of February 1, 1981, between the undersigned and you, as Trustee (the Trust Agreement). We instruct you to enter into an Amendment Agreement dated as of August 15, 1981, to the CSA and the CSA Assignment (as defined in the Trust Agreement) in the form to which this instruction is attached.

Very truly yours,

GENERAL ELECTRIC CREDIT CORPORATION,

by

W. R. Hammock

[Corporate Seal]

Attest:

Title:

Manager - Rail

Date:

Sept. 1, 1981

INSTRUCTION OF INVESTOR TO AGENT

Mercantile-Safe Deposit and Trust Company  
P. O. Box 2258  
Baltimore, Maryland 21203.

Attention of Corporate Trust Depart

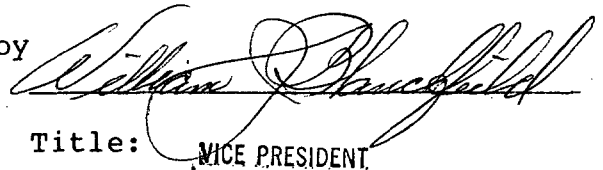
Dear Sirs:

Reference is made to a Participation Agreement dated as of February 1, 1981, between the undersigned, certain other parties and you, as Agent (the "Participation Agreement"). We instruct you to enter into an Amendment Agreement dated as of August 15, 1981, amending the CSA and the CSA Assignment (as each is defined in the Participation Agreement) in the form to which this instruction is attached.

Very truly yours,

METROPOLITAN LIFE INSURANCE  
COMPANY,

by



Title: VICE PRESIDENT

Date:

August 28, 1981